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February 23, 2004

NOTICE OF VIOLATION OF PROPOSITION 65, CALIFORNIA HEALTH & SAFETY CODE SECTION 25249.5.

To: Bill Lockyer, Attorney General for the State of California
Steve Cooley, Los Angeles County District Attorney
Rockard J. Delgadillo, Los Angeles City Attorney
The Chairman and Chief Executive Officers of Atlantic Richfield Company, ARCO
Oil and Gas Company, ARCO Pipeline Company, ARCO Oil Refining Company, BP
oil Marketing Company, BP America, Inc., BP Amoco Chemical Company, and BP
West Coast Products LLC, and their parents, subsidiaries, affiliates, and/or divisions
(hereinafter collectively referred to as "Atlantic Richfield.")

RE: **Violations of Proposition 65: Discharge of Listed Chemicals into a Source of
Drinking Water in and around ATLANTIC RICHFIELD'S operations**

This 60-day Notice alerts you to violations of Proposition 65, the Safe Drinking Water and Toxic Enforcement Act of 1986, California Health & Safety Code Section 25249.5. Members of the noticing party include Communities for a Better Environment ("CBE") and Nicole McAdam, an individual (hereinafter collectively referred to as "noticing party"). CBE is an environmental health and justice 501(c)(3) nonprofit organization. CBE has offices in Huntington Park and Oakland, California. With over 20,000 members statewide, CBE has worked effectively throughout California to prevent and reduce pollution and pledges to cooperate with public prosecutors in this matter to ensure that the violations discussed herein are remedied. CBE and its attorneys have extensive experience in prosecuting violators of Proposition 65.

The noticing party intends to bring suit sixty days hereafter to correct these violations, pursuant to Health & Safety Code Section 25249.7(d). The public prosecutors may also do so within the next sixty (60)-days pursuant to Health & Safety Code Section 25249.7(c).

Chemicals Discharged

The specific violations alleged here are past and ongoing discharges or releases of Benzene, CAS Number 71432 and Toluene, CAS Number 108883. Benzene and Toluene are chemicals known by the State of California to cause cancer or reproductive toxicity. 22 California Code of Regulations Section 12000. Benzene has been listed as a human carcinogen or reproductive toxin under Proposition 65 since February 27, 1987. Likewise, Toluene has been listed as a human carcinogen or reproductive toxin since January 1, 1991.

Identities of Violators

The persons who in the course of doing business have committed the violations alleged herein are the employees, officers and directors of Atlantic Richfield ("Violator"). Atlantic Richfield has been sent a copy of this 60-day Notice through Federal Express mail (as noted) and/or certified mail, return receipt requested to the addresses and persons listed at the end of this letter.

Location of Source of Drinking Water

The violator named herein has knowingly discharged or released each of the chemicals listed above into water or onto or into land where each chemical has passed, currently passes, or will probably pass into a source, or potential source, of drinking water under and around the facilities listed in Attachment 1, which have been leased and/or operated by Atlantic Richfield.

The discharging and/or releasing of chemicals include, but are not limited to, the leaching of chemicals listed herein into water or onto or into land where each chemical has passed, currently passes, or will probably pass into a source, or potential source, of drinking water. These discharges and releases have occurred and are occurring through the leaching of chemicals as a result of direct releases from underground storage tanks, and/or gasoline storage, transfer, delivery, and dispensing systems (hereinafter "USTs" or "gasoline

facilities. These releases from the USTs and gasoline systems enter into surrounding groundwater and soil and migrate toward actual and potential sources of drinking water. Listed chemical discharges also occur through storm water run-off from the facilities.

A “source of drinking water” means either a present source of drinking water or water that is identified in a water quality control plan as being suitable for domestic or municipal uses. Health & Safety Code Section 25249.11(d).

The groundwater under and around the facilities has been used for domestic and/or municipal purposes and/or has been designated as a potential source of drinking water. The subsurface groundwater into which the violator has and continues to discharge contaminants are potential sources of drinking water, and/or are tributaries to potential sources of drinking water.

Therefore, the violator here named has discharged or released the chemicals here named into water or onto or into land where such chemicals have passed, are passing, and/or will probably pass into a source of drinking water. The violator named herein has violated, is violating, and currently threatens to violate Health & Safety Code Section 25249.5 within the meaning of Section 25249.5 and Section 25249.11(e).

Approximate Time Period of Violations

The violator has discharged the chemicals listed above in the manner described herein continuously since approximately April 1997. Such violations have been ongoing since that time.

Each and every day during which the violator has discharged or released the chemicals named herein into the groundwater and/or surface water under and around the listed facilities constitutes a separate violation of Health & Safety Code Section 25249.5, and each chemical released or discharged constitutes a separate violation for each day on which each chemical was released or discharged.

Knowing Discharge of Chemicals

The violator named herein has known of its discharges or releases of the chemicals listed above. Therefore, the violations here described have been knowing on the part of the violator.

Identity of Noticing Party

The name, address, and telephone number of the noticing party is as follows:

Scott Summy, Esq.
Laura Baughman, Esq
Renée Melançon, Esq.
Baron & Budd, P.C.
3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219
(214) 521-3605 & (800) 222-2766

Other responsible individuals representing CBE and Nicole McAdam are:

Scott Kuhn, Esq.
Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
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Edward L. Masry, Esq.
Nancy Eichler, Esq.
Law Offices of Masry & Vititoe
5707 Corsa Avenue, 2nd Floor
Westlake Village, CA 91362

Walter P. Lack, Esq.
Brian Leinbach, Esq.
Engstrom, Lipscomb & Lack, P.C.
10100 Santa Monica Blvd., 16th Floor
Los Angeles, CA 90067

The noticing party would appreciate receiving prompt notification from you as to whether you will pursue action under Health & Safety code Section 25249.7(c) so that we may make our decisions under Health & Safety Code Section 25249.7(d). We pledge to cooperate with you in this matter and look forward to hearing from you in the near future. If you have any questions or desire any further information, please contact one of the attorneys listed above at Baron & Budd, P.C., (214) 521-3605 or (800) 222-2766.

With this letter, noticing party gives notice of the alleged violations by your facilities to the Attorney General of California, to the District Attorney for the County of Los Angeles, and to the Chairman and Chief Executive Officers of Atlantic Richfield Company, ARCO Oil and Gas Company, ARCO Pipeline Company, ARCO Oil Refining Company, BP Oil Marketing Company, BP America, Inc., and BP Amoco Chemical Company, and BP West Coast Products LLC, and their parents, subsidiaries, affiliates, and/or divisions, via service of the attorneys of record. This notice covers all violations of the Act that are known to Plaintiffs from public records now available to us. When filed, this suit may also address such other violations as may occur or become apparent after service of this notice letter.

Enclosures: Appendix A: *The Safe Drinking Water and Toxic Enforcement Act of 1986 (Proposition 65): A Summary.*

Attachment 1: List of sites noticed for violation of Proposition 65

cc: (Via First Class Certified Mail, Return Receipt Requested and First Class Mail as noted)

Bill Lockyer, Esq. (Via First Class Certified Mail, Return Receipt Requested)
California Attorney General
Prop 65 Coordinator
1515 Clay Street
Oakland, CA 94612

Steve Cooley (Via First Class Certified Mail, Return Receipt Requested)
Los Angeles County District Attorney
210 West Temple Street, Suite 18000
Los Angeles, CA 90012

Rockard J. Delgadillo (Via First Class Certified Mail, Return Receipt Requested)
City Attorney for Los Angeles
800 City Hall East
200 Main Street
Los Angeles, CA 90012

Notice of Intent to Sue Atlantic Richfield
for Violations of Proposition 65
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Jeffrey M. Hamerling (Via First Class Certified Mail, Return Receipt Requested)
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Jamie S. Peterson
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San Francisco, CA 94105

ATLANTIC RICHFIELD COMPANY
ARCO OIL AND GAS COMPANY
ARCO PIPELINE COMPANY
ARCO OIL REFINING COMPANY
BP OIL MARKETING COMPANY
BP AMERICA, INC.
BP AMOCO CHEMICAL COMPANY
BP WEST COAST PRODUCTS LLC

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Los Angeles, CA 90067

Scott Kuhn, Esq. (via First Class Mail)
Communities for a Better Environment
5610 Pacific Boulevard, Suite 203
Huntington Park, CA 90255

ATTACHMENT 1

LOS ANGELES COUNTY				
FACILITY #	STREET ADDRESS	CITY	STATE	ZIP
247	3505 SEPULVEDA BLVD.	LOS ANGELES	CA	90034
308	18465 COLIMA ROAD	ROWLAND HEIGHTS	CA	91748
356	9511 VALLEY VIEW ST.	CYPRESS	CA	90630
9501	3601 SLAUSON	MAYWOOD	CA	90270
9502	8440 LONG BEACH BLVD	SOUTH GATE	CA	90280
9503	2330 E 7TH STREET	LONG BEACH	CA	90804
9504	12202 SOUTH STREET	ARTESIA	CA	90701
9505	998 E ANAHEIM	LONG BEACH	CA	90813
9507	3831 FLORENCE AVENUE	BELL	CA	90201
9508	1700 W WHITTIER	MONTEBELLO	CA	90640
9509	3302 DEL MAR AVE	ROSEMEAD	CA	91770
9510	3680 SAN FERNANDO RD	GLENDAL	CA	91202
9513	6800 LANKERSHIM	NO HOLLYWOOD	CA	91605
9515	1049 E GARVEY	MONTEREY PARK	CA	91755
9516	5706 E FLORENCE AVENUE	BELL GARDENS	CA	90201
9517	10801 SANTA MONICA BL	LOS ANGELES	CA	90025
9518	6601 FLORENCE AVENUE	BELL GARDENS	CA	90201
9519	3100 LOS COYOTES	LONG BEACH	CA	90808
9520	2800 E FOOTHILL	PASADENA	CA	91107
9523	1818 HACIENDA BLVD	LA PUENTE	CA	91744
9525	3541 CESAR CHAVEZ	EAST LOS ANGELES	CA	90063
9527	1800 E ROSECRANS	COMPTON	CA	90220
9528	7352 E ROSECRANS	PARAMOUNT	CA	90723
9530	5175 MELROSE	LOS ANGELES	CA	90038
9534	10601 MAGNOLIA	NO HOLLYWOOD	CA	91601
9537	10050 LAUREL CANYON	PACOIMA	CA	91331
9538	12158 ALONDRA	NORWALK	CA	90650
9544	3101 EL SEGUNDO	HAWTHORNE	CA	90250
9545	2214 N BROADWAY	LOS ANGELES	CA	90031
9546	14360 FRANCISQUITO	LA PUENTE	CA	91744
9548	23900 AVALON	CARSON	CA	90745
9553	1510 GAREY	POMONA	CA	91766
9554	1025 W ANAHEIM	WILMINGTON	CA	90744
9557	16851 SHERMAN WAY	VAN NUYS	CA	91406
9558	103 E ALOSTA	GLENDORA	CA	91740
9581	9090 GLENOAKS	SUN VALLEY	CA	91352
9583	600 E ROSECRANS	LOS ANGELES	CA	90001
9584	8606 RESEDA BLVD	RESEDA	CA	91324
9587	6757 LAUREL CANYON	NO HOLLYWOOD	CA	91606
9588	11870 ROSCOE BLVD	SUN VALLEY	CA	91352
9590	20055 VANOWEN	CANOGA PK	CA	91306
9591	8863 LAKEWOOD	DOWNEY	CA	90240
9592	8600 WOODMAN	PACOIMA	CA	91331
9603	2505 TOWNE	POMONA	CA	91766
9605	5025 W SUNSET BLVD	LOS ANGELES	CA	90027
9606	1706 S GAFFEY STREET	SAN PEDRO	CA	90731
9607	11890 S HAWTHORNE BLV	HAWTHORNE	CA	90250
9608	11259 S VERMONT	LOS ANGELES	CA	90044
9615	29145 HEATHERCLIFF	MALIBU	CA	90265
9620	10259 TOPANGA CYN BLV	CHATSWORTH	CA	91311

ATTACHMENT 1

9622	6310 FALLBROOK	WOODLAND HILLS	CA	91367
9623	22406 VENTURA BLVD	WOODLAND HILLS	CA	91364
9624	6039 RESEDA BLVD	RESEDA	CA	91356
9626	15705 NORDHOFF ST	NORTH HILLS	CA	91343
9628	11454 BALBOA	GRANADA HILLS	CA	91344
9629	15508 DEVONSHIRE	MISSION HILLS	CA	91345
9630	12957 VAN NUYS	PACOIMA	CA	91331
9631	6000 CANOGA AVE	WOODLAND HILLS	CA	91367
9632	8050 VAN NUYS	VAN NUYS	CA	91402
9633	14114 VANOWEN	VAN NUYS	CA	91405
9634	6810 SEPULVEDA	VAN NUYS	CA	91405
9635	12500 VENTURA BLVD	STUDIO CITY	CA	91604
9636	2354 E PALMDALE BLVD	PALMDALE	CA	93550
9637	4406 ADAMS	LOS ANGELES	CA	90016
9638	4200 CRENSHAW BLVD.	LOS ANGELES	CA	90008
9639	7564 SANTA MONICA	LOS ANGELES	CA	90046
9640	8770 W OLYMPIC	LOS ANGELES	CA	90035
9642	2555 LINCOLN BLVD	SANTA MONICA	CA	90404
9645	4130 W CENTURY	INGLEWOOD	CA	90304
9646	1403 CENTURY BLVD	LOS ANGELES	CA	90047
9647	5038 EL SEGUNDO	HAWTHORNE	CA	90250
9648	5230 ROSECRANS	HAWTHORNE	CA	90250
9649	2730 MARINE	REDONDO BEACH	CA	90278
9650	4015 REDONDO BEACH BL	LAWNDALE	CA	90260
9651	16515 HAWTHORNE BLVD	LAWNDALE	CA	90260
9652	1131 PACIFIC COAST HW	HERMOSA BEACH	CA	90254
9653	4925 TORRANCE	TORRANCE	CA	90503
9654	1890 PACIFIC COAST HW	REDONDO BEACH	CA	90277
9655	22620 WESTERN AVE	TORRANCE	CA	90501
9656	302 S PACIFIC	SAN PEDRO	CA	90731
9657	18523 S AVALON	CARSON	CA	90746
9658	22309 S MAIN	CARSON	CA	90745
9659	11025 PARAMOUNT BLVD	DOWNEY	CA	90241
9660	8010 IMPERIAL HWY	DOWNEY	CA	90242
9661	9853 LONG BEACH BLVD	SOUTH GATE	CA	90280
9662	2581 E SLAUSON	HUNTINGTON PARK	CA	90255
9663	2251 N FIGUEROA	LOS ANGELES	CA	90065
9664	1205 S ALVARADO	LOS ANGELES	CA	90001
9665	1386 E LAS TUNAS	SAN GABRIEL	CA	91775
9667	5756 WHITTIER	EAST LOS ANGELES	CA	90022
9669	5923 ROSEMEAD	PICO RIVERA	CA	90660
9670	10808 LAKEWOOD BLVD	DOWNEY	CA	90241
9671	4258 N MAINE	BALDWIN PARK	CA	91706
9672	15602 SAN BERNARDINO	WEST COVINA	CA	91722
9673	460 S WORKMAN MILL RD	CITY OF INDUSTRY	CA	91745
9678	362 N AZUSA	LA PUENTE	CA	91744
9679	447 S AZUSA	LA PUENTE	CA	91744
9681	857 E ARROW HWY	GLEN DORA	CA	91740
9682	539 E FOOTHILL	POMONA	CA	91766
9683	1693 GARVEY AVE., N.	POMONA	CA	91766
9684	2475 S GAREY	POMONA	CA	91766